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SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF SANTA CLARA

AFFINITY ENGINES, INC., a Delaware corporation, Plaintiff, v. GOOGLE, INC., a Delaware corporation, ORKUT.COM, LLC, a Delaware limited liability company, ORKUT BUYUKKOKTEN, individually, and DOES 1-20, inclusive, Defendants.	CASE NO. 104 CV 020368 **AFFINITY ENGINES, INC.'S RESPONSES AND OBJECTIONS TO GOOGLE, INC'S FIRST SET OF REQUESTS FOR ADMISSION**

PROPOUNDING PARTY: GOOGLE, INC.

RESPONDING PARTY: AFFINITY ENGINES, INC.

SET NO.: ONE

GENERAL RESPONSES AND OBJECTIONS

1. The following responses are based on information available as of the date hereof. Discovery is not yet complete, and the responses are accordingly subject to revision and supplementation based on information discovered after the date hereof.

2. AEI objects to each and every request for admission to the extent it seeks to elicit information subject to and protected by the attorney-client privilege, the attorney work-

G000025.

REQUEST FOR ADMISSION NO. 26:

Admit that Orkut Buyukkokten represented to Affinity Engines, Inc. that he submitted to Google Inc. the list of "Prior Inventions" provided by Affinity Engines, Inc. as Exhibit A to his Employment, Confidential Information and Invention Assignment Agreement with Google Inc.

RESPONSE TO REQUEST FOR ADMISSION NO. 26:

AEI objects to this request as vague and ambiguous. Subject to and without waiving these objections and the General Objections set forth above, AEI responds as follows:

AEI admits only that Orkut Buyukkokten stated that he submitted to Google, Inc., a document entitled "Prior Inventions," which was drafted in part by Buyukkokten, to be submitted to Google, Inc. as Exhibit A to Buyukkokten's employment agreement with Google, Inc. *See* Document Bates No. G000025.

REQUEST FOR ADMISSION NO. 27:

Admit that the Schedule of Exceptions to Affinity Engines, Inc.'s Series A Preferred Stock Financing, a copy of which is located at AEI 000452-454, is true and accurate to the best of Affinity Engines, Inc.'s knowledge.

RESPONSE TO REQUEST FOR ADMISSION NO. 27:

AEI objects to this response as ambiguous and vague as to time. Subject to and without waiving the general objections set forth herein, AEI responds as follows:

AEI admits that Affinity Engines, Inc.'s Series A Preferred Stock Purchase Agreement includes an Exhibit C, which is entitled "SCHEDULE OF EXEMPTIONS." However, at the time of this response AEI was unable to locate the pages production labeled AEI 000452-454. AEI will further respond to this Request after such pages are located.

REQUEST FOR ADMISSION NO. 28:

Admit that Tyler Ziemann did not write any of the source code for the inCircle software.

RESPONSE TO REQUEST FOR ADMISSION NO. 28:

AEI objects to this request as vague and ambiguous as to the term "source code," which is undefined. Subject to and without waiving the general and specific objections set forth herein, AEI responds as follows:

Denied.

Dated: March 4, 2005

G. HOPKINS GUY, III
ERIC L. WESENBERG
MARK R. WEINSTEIN
RORY G. BENS
CONNIE E. MERRIETT
ORRICK, HERRINGTON & SUTCLIFFE LLP

[signature] for

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